

TOGUT, SEGAL & SEGAL LLP  
One Penn Plaza, Suite 3335  
New York, New York 10119  
Telephone: (212) 594-5000  
Fax: (212) 967-4258  
Frank A. Oswald  
Neil Berger

**HEARING DATE: OCTOBER 23, 2019**  
**AT: 10:00 A.M.**

*Counsel to Tannor Capital Advisors LLC*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

*In re*

**SEARS HOLDINGS CORPORATION, et al.,**  
  
**Debtors.<sup>1</sup>**

**Chapter 11**

**Case No. 18-23538 (RDD)**  
  
**(Jointly Administered)**

**JOINDER OF TANNOR CAPITAL ADVISORS LLC  
TO THE MOTION OF MIEN CO. LTD., HELEN ANDREWS, STRONG  
PROGRESS GARMENT FACTORY COMPANY, LTD, SAMIL SOLUTIONS  
SHANGHAI FOCHIER, PURCELL MURRAY, A&A HK INDUSTRIAL, MINGLE  
FASHION, MANSHEEN INDUSTRIES, LTD. AND AMW VIETNAM CO. LTD. FOR  
ENTRY OF AN ORDER PURSUANT TO 11 U.S.C. § 1112(b) EITHER DISMISSING  
THE CASE OR CONVERTING THE CASE TO A CHAPTER 7 LIQUIDATION**

<sup>1</sup> The Debtors in these Chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); SHC Licensed Business LLC (3718); SHC Promotions LLC (9626); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

TO THE HONORABLE ROBERT D. DRAIN,  
UNITED STATES BANKRUPTCY JUDGE:

For the reasons set forth in the *Objection of Tannor Capital Advisors LLC to Confirmation of the Modified Second Amended Joint Chapter 11 Plan of Sears Holdings Corporation and its Affiliated Debtors* [ECF No. 4673] (the “Confirmation Objection”), Tannor Capital Advisors LLC (“TCA”), as the general partner of Tannor Partners Credit Fund, LP (“TPCF”), the holder of claims entitled to administrative priority pursuant to section 503(b)(9) of title 11 of the United States Code (the “Bankruptcy Code”), by its undersigned counsel, hereby submits this joinder to the *Motion of Mien Co. Ltd., Helen Andrews, Strong Progress Garment Factory Company, Ltd., Samil Solutions, Shanghai Fochier, Purcell Murray, A&A HK Industrial, Mingle Fashion, Mansheen Industries, Ltd. and AMW Vietnam Co. Ltd. for Entry of an Order Pursuant to 11 U.S.C. § 1112(b) Either Dismissing the Case or Converting the Case to a Chapter 7 Liquidation* [ECF No. 5161] (the “Conversion Motion”) to the extent that the Conversion Motion seeks conversion to Chapter 7 of the Debtors’ cases. The factual and legal arguments and authorities set forth in the Confirmation Objection are incorporated by reference as if set forth fully herein.

Dated: New York, New York  
September 20, 2019

TANNOR CAPITAL ADVISORS LLC

By its Attorneys:  
TOGUT, SEGAL & SEGAL LLP  
By:

/s/ Neil Berger  
FRANK A. OSWALD  
NEIL BERGER  
One Penn Plaza, Suite 3335  
New York, New York 10119  
Telephone: (212) 594-5000  
Fax: (212) 967-4258